

Estimated Hearing Date: February 1, 2023 at 9:30 a.m. (Atlantic Standard Time)

Objection Deadline: December 22, 2022 at 4:00 p.m. (Atlantic Standard Time)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

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**SUMMARY COVER PAGE TO THE THIRTEENTH INTERIM APPLICATION
OF O'NEILL & BORGES LLC FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD
FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTORS,
FOR THE PERIOD OF JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

Name of applicant

O'Neill & Borges LLC ("O&B")

Authorized to provide professional services to:

Financial Oversight and Management Board, as
Representative for the Debtors Pursuant to
PROMESA Section 315(b)

Time period covered by this consolidated
statement:

June 1st, 2021 through September 30th, 2021

Monthly Fee Statements subject to this request:

June, July, August, and September 2021

Total amount of compensation sought for legal
services for this period:

\$392,513.85

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) and); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Total amount of expense reimbursement sought for this period:	\$3,460.20
Total compensation approved by interim orders to date ² :	\$4,445,867.71 (<i>see</i> , Dkts. No. 2911, 3656, 4508, 6523, 9046, 13150, 14925, 15971, 16592, 21826 and 22727)
Total expenses approved by interim orders to date:	\$93,901.28 (<i>see</i> , Dkts. No. 2911, 3656, 4508, 6523, 9046, 13150, 14925, 15971, 16592, 21826 and 22727)
Total compensation for legal services paid to date:	\$5,164,035.53
Total expenses paid to date:	\$99,453.92
Total compensation subject to objection:	None
Total expenses subject to objection:	None
Blended rate ³ in this application for all attorneys for the period of June 1 st , 2021 through June 30 th , 2021	\$261.06
Blended rate ⁴ in this application for all attorneys for the period of July 1 st , 2021 through September 30 th , 2021	\$265.74
Number of professionals included in this application:	41
Difference between fees budgeted and compensation:	The compensation sought is in tune with prior fee estimates submitted to the Puerto Rico Department of Treasury and the Fee Examiner
Number of professionals billing fewer than 15 hours to this case during this period:	15
Rates higher than those disclosed at retention:	Pursuant to this Court's <i>Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or other Sub-Retained Professionals</i> [Docket

² The totals include all Title III matters including COFINA up to February 12, 2019. Thereafter, they exclude any limited billing invoiced to the COFINA Title III proceeding, No. 17-BK-3284-LTS, after February 13, 2019.

³ Please note blended rate computation considers the 10% discount agreed in our Engagement Letter.

⁴ Please note blended rate computation considers the 10% discount agreed in our Engagement Letter.

No. 7678], O'Neill & Borges gave notice to all parties of its proposed rate adjustment for the year commencing on December 1st, 2019, on a timekeeper-by-timekeeper, on November 27, 2019 [Docket No. 9360]. However, rather than implementing such new rates within 30-days of such notice, O'Neill & Borges LLC postponed their implementation per the Oversight Board's request and reserved the right to request such payment at a later date [See our explanation to that effect at Doc No. 13891, fn.4].⁵ Upon agreement with the Oversight Board, such rates apply to the compensation corresponding to the month of June 2021. O'Neill & Borges LLC is seeking payment of the deferred amounts for June 2021 with this submission. In addition, O'Neill & Borges LLC gave notice to all parties of its proposed rate adjustment schedule on a timekeeper-by-timekeeper basis for the year 2021 in its Court filing at Docket No. 16782 filed on May 20, 2021. Such rates apply to the compensation corresponding to the months of July, August and September 2021.

Objection Deadline:

December 22, 2022 at 4:00 p.m. (Atlantic Standard Time)

This is an: ___ monthly (consolidated) X interim ___ final application

This is the thirteenth interim fee application filed by O'Neill & Borges LLC in the Debtors' Title III cases. The total time expended in connection with the preparation of this interim application is not included herein, as this additional time was expended after the Compensation Period.

⁵ Pursuant to the Engagement Letter dated November 23, 2016 between the Oversight Board and O&B, O&B's rates are revised annually at the end of our fiscal year (November 30). Such rate increases are based upon such criteria as whether a particular timekeeper has been promoted because of his/her demonstrated skills, whether a particular professional has demonstrated developing skill, experience, or competency, whether the particular rate is in tune with current market rates, and other similar objective criteria.

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Schedule 1

**Thirteenth Interim Compensation Period - Consolidated Fee Statements
June 1, 2021–September 30, 2021**

Entity	Period	Fees previously requested to be paid (deferring incremental fees for June 2020)	June 2020 deferred fees variance	Total compensation sought (100%), including the June 2020 deferred amounts	Fees previously paid (90% requested of the initially requested amounts)	Total expenses	Total compensation claimed
Commonwealth of Puerto Rico	Jun 1, 2021 through Sep 30, 2021	298,192.50	1,050.75	299,243.25	268,373.25	2,716.20	301,959.45
HTA	Jun 1, 2021 through Sep 30, 2021	4,121.55	32.40	4,153.95	3,709.40	-	4,153.95
ERS	Jun 1, 2021 through Sep 30, 2021	1,419.75	8.55	1,428.30	1,277.78	-	1,428.30
PREPA	Jun 1, 2021 through Sep 30, 2021	70,473.60	426.60	70,900.20	63,426.24	-	70,900.20
PBA	Jun 1, 2021 through Sep 30, 2021	16,776.00	12.15	16,788.15	15,098.40	744.00	17,532.15

TOTALS	\$390,983.40	\$1,530.45	\$392,513.85	\$351,885.06	\$3,460.20	\$395,974.05
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Schedule 2
Summary of Professional Services Rendered by
Timekeeper for the Period June 1, 2021 through September 30, 2021

ALL TITLE III MATTERS										
Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021										
Period June 1, 2021-June 30, 2021										
Professional	Position/Title	Department	Blended Hourly Billing Rate 2020	Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2020 RATE	Total Compensation 2021 RATE		Blended Rate For Attorneys Rate 2020	Blended Rate For Paralegals Rate 2020
Julio Pietrantoni	Special Counsel	Corporate	360.00	360.00	0.40	144.00	144.00			
Hermann D. Bauer	Member	Litigation	315.00	325.00	80.00	25,200.00	26,000.00			
José R. Cacho	Member	Corporate	350.00	355.00	4.60	1,610.00	1,633.00			
Ivelisse Collazo	Member	Corporate	275.00	285.00	1.90	522.50	541.50			
Carla García Benítez	Member	Litigation	335.00	340.00	20.60	6,901.00	7,004.00			
Carlos E. George	Member	Labor	255.00	260.00	10.70	2,728.50	2,782.00			
Rosa M. Lazaro	Member	Corporate	350.00	355.00	10.00	3,500.00	3,550.00			
Edgardo Nieves Quiles	Member	Corporate	305.00	310.00	0.60	183.00	186.00			
Ismael Vicenty	Member	Corporate	320.00	330.00	3.50	1,120.00	1,155.00			
Antonio L. Collazo	Jr. Member	Corporate	225.00	230.00	2.90	652.50	667.00			
Ubaldio Fernandez	Jr. Member	Litigation	225.00	230.00	3.50	787.50	805.00			
Jose L. Notario Toll	Jr. Member	Corporate	230.00	235.00	4.90	1,127.00	1,151.50			
Denisse Ortiz	Jr. Member	Corporate	215.00	220.00	1.90	408.50	418.00			
Josué Gonzalez Aldarondo	Associate	Corporate	195.00	200.00	13.70	2,671.50	2,740.00			
Paula A. Gonzalez Montalvo	Associate	Litigation	185.00	190.00	19.10	3,533.50	3,629.00			
Gabriel Miranda Rivera	Associate	Litigation	190.00	195.00	42.60	8,094.00	8,307.00			
Ivette Rodriguez	Associate	Corporate	175.00	180.00	2.00	350.00	360.00			
Astrid E. Velez	Associate	Corporate	175.00	180.00	15.60	2,730.00	2,808.00			
Olga M. Alicea	Paralegal	Litigation	155.00	160.00	11.50	1,782.50	1,840.00			
Milagros Marciano Baez	Paralegal	Litigation	145.00	145.00	4.80	696.00	696.00			
Vanessa Sanchez	Paralegal	Litigation	155.00	160.00	5.10	790.50	816.00			
								261.06	\$	152.76
	Totals					65,532.50	67,233.00			
	Less: 10% Courtesy discount					6,553.25	6,723.30			
	SUB TOTAL JUNE 1, 2021 - JUNE 30, 2021					\$ 58,979.25	\$ 60,509.70			

Period July 1, 2021-September 30, 2021										
Professional	Position/Title	Department		Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2021 (Jul thru Sep)			Blended Rate For Attorneys Rate 2021	Blended Rate For Paralegals Rate 2021
Julio Pietroantoni	Special Counsel	Corporate		360.00	118.50	42,660.00				
Alfredo Alvarez Ibanez	Member	Corporate		315.00	6.10	1,921.50				
Salvador Antonetti	Member	Litigation		315.00	2.80	882.00				
Hermann D. Bauer	Member	Litigation		325.00	225.50	73,287.50				
José R. Cacho	Member	Corporate		355.00	132.60	47,073.00				
Carla Garcia Benitez	Member	Litigation		340.00	44.50	15,130.00				
Carlos E. George	Member	Labor		260.00	33.70	8,762.00				
Rosa M. Lazaro	Member	Corporate		355.00	62.60	22,223.00				
Edgardo Nieves Quiles	Member	Corporate		310.00	18.20	5,642.00				
Antonio L. Roig	Member	Corporate		310.00	0.40	124.00				
Ismael Vicenty Medina	Member	Corporate		330.00	10.50	3,465.00				
Alberto Bayouth Montes	Jr. Member	Labor		205.00	3.60	738.00				
Antonio L. Collazo	Jr. Member	Corporate		230.00	9.60	2,208.00				
Ubaldo Fernandez	Jr. Member	Litigation		230.00	54.30	12,489.00				
Jose L. Notario Toll	Jr. Member	Corporate		235.00	47.30	11,115.50				
Denisse Ortiz	Jr. Member	Corporate		220.00	18.20	4,004.00				
Marta Ramirez Isem	Jr. Member	Corporate		230.00	2.90	667.00				
Jorge A. Candalaria	Associate	Corporate		190.00	45.20	8,588.00				
Ricardo J. Casellas	Associate	Litigation		205.00	13.60	2,788.00				
Jose Colon Garcia	Associate	Litigation		180.00	25.30	4,554.00				
Laura E. Diaz Gonzalez	Associate	Labor		170.00	10.40	1,768.00				
Lorena Y. Gely	Associate	Labor		170.00	24.10	4,097.00				
Josue Gonzalez Aklarondo	Associate	Corporate		200.00	50.80	10,160.00				
Paula A. Gonzalez Montalvo	Associate	Litigation		190.00	63.00	11,970.00				
Maria de los A. Lugo Colom	Associate	Litigation		175.00	73.90	12,932.50				
Natalia Marin Catala	Associate	Labor		185.00	14.00	2,590.00				
Gabriel Miranda Rivera	Associate	Litigation		195.00	107.40	20,943.00				
Adriana Moreno	Associate	Labor		180.00	17.40	3,132.00				
Owen A. Rivera Colon	Associate	Corporate		180.00	4.00	720.00				
Ivette Rodriguez	Associate	Corporate		180.00	11.50	2,070.00				
Anibal A. Roman Medina	Associate	Litigation		175.00	26.50	4,637.50				
Alejandro Santiago Martinez	Associate	Litigation		185.00	24.60	4,551.00				
Carlos Vazquez Alberty	Associate	Labor		185.00	17.90	3,311.50				
Astrid E. Velez	Associate	Corporate		180.00	2.20	396.00				
Olga M. Alicea	Paralegal	Litigation		160.00	42.20	6,752.00				
Maria M. Amaro	Paralegal	Corporate		150.00	1.40	210.00				
Clariza De Leon Marrero	Paralegal	Litigation		150.00	19.60	2,940.00				
Laura Jimenez Davis	Paralegal	Corporate		145.00	10.70	1,551.50				
Vanessa Sanchez	Paralegal	Litigation		160.00	36.50	5,840.00				
									\$ 265.74	\$ 156.64
	Totals					368,893.50				
	Less: 10% Courtesy discount					36,889.35				
	SUB TOTAL JULY 1, 2021 - SEPTEMBER 30, 2021					332,004.15	\$ 39.87	36.48	\$ 265.74	\$ 156.64
	Totals				1,693.40	\$ 390,983.40				

<u>ALL TITLE III MATTERS</u>						
<u>Summary - June 1, 2021 through Sept 30, 2021 - Hours</u>						
Professional	Position/Title	Jun 2021	Jul 2021	Aug 2021	Sep 2021	Total
Julio Pietrantoni	Member	0.40	23.40	22.50	72.60	118.90
Alfredo Alvarez Ibanez	Member	-	4.50	-	1.60	6.10
Salvador Antoneti	Member	-	2.80	-	-	2.80
Hermann D. Bauer	Member	80.00	87.90	67.30	70.30	305.50
José R. Cacho	Member	4.60	22.20	60.00	50.40	137.20
Ivelisse Collazo	Member	1.90	-	-	-	1.90
Carla Garcia Benitez	Member	20.60	29.30	13.10	2.10	65.10
Carlos E. George	Member	10.70	6.80	19.20	7.70	44.40
Rosa M. Lazaro	Member	10.00	12.40	24.80	25.40	72.60
Edgardo Nieves Quiles	Member	0.60	2.90	5.50	9.80	18.80
Antonio L. Roig	Member	-	0.40	-	-	0.40
Ismael Vicenty Medina	Member	3.50	10.50	-	-	14.00
Alberto Bayouth Montes	Jr. Member	-	-	1.80	1.80	3.60
Antonio Collazo	Jr. Member	2.90	-	4.60	5.00	12.50
Ubaldo Fernandez	Jr. Member	3.50	21.10	18.30	14.90	57.80
José L. Notario Toll	Jr. Member	4.90	14.20	10.20	22.90	52.20
Denisse Ortiz	Jr. Member	1.90	18.20	-	-	20.10
Marta Ramirez Isern	Jr. Member	-	-	-	2.90	2.90
Jorge A. Candelaria	Associate	-	-	37.70	7.50	45.20
Ricardo J. Casellas	Associate	-	-	13.60	-	13.60
José Colón García	Associate	-	25.30	-	-	25.30
Maria de los A. Lugo Colom	Associate	-	-	73.90	-	73.90
Laura Diaz Gonzalez	Associate	-	-	10.40	-	10.40
Lorena Y. Gely	Associate	-	-	24.10	-	24.10
Josue E. Gonzalez Aldarondo	Associate	13.70	9.00	8.60	33.20	64.50
Paula A. Gonzalez	Associate	19.10	30.10	25.00	7.90	82.10
Natalia Marin Catala	Associate	-	-	14.00	-	14.00
Gabriel Miranda	Associate	42.60	43.90	33.20	30.30	150.00
Adriana Moreno	Associate	-	-	17.40	-	17.40
Owen A. Rivera Colon	Associate	-	-	-	4.00	4.00
Ivette Rodriguez	Associate	2.00	3.60	7.90	-	13.50
Anibal Roman Medina	Associate	-	4.10	22.40	-	26.50
Alejandro Santiago Martinez	Associate	-	-	24.60	-	24.60
Carlos Vazquez Alberty	Associate	-	15.50	1.90	0.50	17.90
Astrid E. Velez	Associate	15.60	2.20	-	-	17.80
Olga M. Alicea	Paralegal	11.50	-	6.40	35.80	53.70
Maria M. Amaro	Paralegal	-	-	1.40	-	1.40
Claritza De Leon Marrero	Paralegal	-	-	19.60	-	19.60
Laura Jimenez Davis	Paralegal	-	-	10.70	-	10.70
Milagros Marcano Baez	Paralegal	4.80	-	-	-	4.80
Vanessa Sanchez	Paralegal	5.10	6.90	27.80	1.80	41.60
TOTALS		259.90	397.20	627.90	408.40	1,693.40

Summary of Legal Fees by Title III Debtor

COMMONWEALTH OF PR TITLE III								
Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021								
Period June 1, 2021-June 30, 2021								
Professional	Position/Title	Department	Bill Fees using 2020 Rates	Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2020 (Jun 2021)	Total Compensation 2021 (June 2022)	Rate Variance
Hermann D. Bauer	Member	Litigation	315.00	325.00	55.20	17,388.00	17,940.00	
José R. Cacho	Member	Corporate	350.00	355.00	4.60	1,610.00	1,633.00	
Ivelisse Collazo	Member	Corporate	275.00	285.00	1.90	522.50	541.50	
Carla García Benítez	Member	Litigation	335.00	340.00	14.30	4,790.50	4,862.00	
Carlos E. George	Member	Labor	255.00	260.00	1.20	306.00	312.00	
Rosa M. Lázaro	Member	Corporate	350.00	355.00	2.70	945.00	958.50	
Ismael Vicenty Medina	Member	Corporate	320.00	330.00	3.50	1,120.00	1,155.00	
Ubaldó Fernández	Jr. Member	Litigation	225.00	230.00	1.90	427.50	437.00	
Jose L. Notario Toll	Jr. Member	Corporate	230.00	235.00	3.10	713.00	728.50	
Denisse Ortiz	Jr. Member	Corporate	215.00	220.00	1.90	408.50	418.00	
Josué González Aldarondo	Associate	Corporate	195.00	200.00	12.80	2,496.00	2,560.00	
Paula A. González Montalvo	Associate	Litigation	185.00	190.00	16.10	2,978.50	3,059.00	
Gabriel Miranda Rivera	Associate	Litigation	190.00	195.00	32.50	6,175.00	6,337.50	
Ivette Rodríguez	Associate	Corporate	175.00	180.00	2.00	350.00	360.00	
Astrid E. Vélez	Associate	Corporate	175.00	180.00	15.60	2,730.00	2,808.00	
Milagros Marcano Báez	Paralegal	Litigation	145.00	145.00	4.80	696.00	696.00	
Vanessa Sánchez	Paralegal	Litigation	155.00	160.00	3.60	558.00	576.00	
	Totals				177.70	44,214.50	\$ 45,382.00	
	Less: 10% Courtesy discount					(4,421.45)	(4,538.20)	
SUB TOTAL SUMMARY OF LEGAL FEES JUNE 1, 2021 - JUNE 30, 2021						\$ 39,793.05	\$ 40,843.80	\$ (1,050.75)

Period July 1, 2021-September 30, 2021							
Professional	Position/Title	Department		Blended Hourly Billing Rate 2021	Total Billed Hours		Total Compensation 2021 (Jul thru Sep)
Julio Pietroantoni	Special Counsel	Corporate		360.00	112.10		40,356.00
Alfredo Alvarez Ibáñez	Member	Corporate		315.00	4.50		1,417.50
Hermann D. Bauer	Member	Litigation		325.00	170.00		55,250.00
José R. Cacho	Member	Corporate		355.00	125.10		44,410.50
Carla García Benítez	Member	Litigation		340.00	27.80		9,452.00
Carlos E. George	Member	Labor		260.00	6.00		1,560.00
Rosa M. Lázaro	Member	Corporate		355.00	26.80		9,514.00
Edgardo Nieves	Member	Corporate		310.00	2.40		744.00
Ismael Vicenty Medina	Member	Corporate		330.00	10.50		3,465.00
Alberto Bayouth Montes	Jr. Member	Labor		205.00	3.60		738.00
Ubaldio Fernandez	Jr. Member	Litigation		230.00	48.50		11,155.00
José L. Notario Toll	Jr. Member	Corporate		235.00	33.10		7,778.50
Denisse Ortiz	Jr. Member	Corporate		220.00	18.20		4,004.00
Marta Ramírez Isern	Jr. Member	Corporate		230.00	0.60		138.00
Jorge A. Candelaria	Associate	Corporate		190.00	26.40		5,016.00
Ricardo J. Casellas	Associate	Litigation		205.00	13.60		2,788.00
José Colón García	Associate	Litigation		180.00	19.20		3,456.00
Laura E. Díaz González	Associate	Labor		170.00	10.40		1,768.00
Lorena Y. Gely	Associate	Labor		170.00	24.10		4,097.00
Josué González Aldarondo	Associate	Corporate		200.00	34.20		6,840.00
Paula A. González Montalvo	Associate	Litigation		190.00	57.20		10,868.00
María de los A. Lugo Colom	Associate	Litigation		175.00	73.90		12,932.50
Natalia Marín Cátala	Associate	Labor		185.00	14.00		2,590.00
Gabriel Miranda Rivera	Associate	Litigation		195.00	88.90		17,335.50
Adriana Moreno	Associate	Labor		180.00	17.40		3,132.00
Ivette Rodríguez	Associate	Corporate		180.00	11.50		2,070.00
Anibal A. Román Medina	Associate	Litigation		175.00	22.40		3,920.00
Alejandro Santiago Martínez	Associate	Litigation		185.00	24.60		4,551.00
Carlos Vázquez Alberty	Associate	Labor		185.00	0.50		92.50
Astrid E. Vélez	Associate	Corporate		180.00	2.20		396.00
Olga M. Alicea	Paralegal	Litigation		160.00	35.10		5,616.00
Laura Jiménez Davis	Paralegal	Corporate		145.00	10.70		1,551.50
Claritza De León Marrero	Paralegal	Litigation		150.00	19.60		2,940.00
Vanessa Sánchez	Paralegal	Litigation		160.00	32.30		5,168.00
	Totals				1,127.40		\$ 287,110.50
	Less: 10% Courtesy discount						(28,711.05)
SUB TOTAL SUMMARY OF LEGAL FEES JULY 1, 2021 - SEPTEMBER 30, 2021							258,399.45
SUMMARY OF LEGAL FEES							\$ 298,192.50

HTA TITLE III								
Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021								
Period June 1, 2021-June 30, 2021								
Professional	Position/Title	Department	Bill Fees using 2020 Rates	Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2020 (Jun 2021)	Total Compensation 2021 (June 2022)	Rate Variance Deferral
Julio Pietrantoni	Special Counsel	Corporate	360.00	360.00	0.40	144.00	144.00	
Hermann D. Bauer	Member	Litigation	315.00	325.00	2.80	882.00	910.00	
Ubaldo Fernández	Jr. Member	Litigation	225.00	230.00	0.60	135.00	138.00	
Gabriel Miranda Rivera	Associate	Litigation	190.00	195.00	0.60	114.00	117.00	
Vanessa Sánchez	Paralegal	Litigation	155.00	160.00	0.40	62.00	64.00	
Totals					4.80	1,337.00	1,373.00	
Less: 10% Courtesy discount						(133.70)	(137.30)	
SUB TOTAL SUMMARY OF LEGAL FEES JUNE 1, 2021 - JUNE 30, 2021						\$ 1,203.30	\$ 1,235.70	\$ (32.40)

Period July 1, 2021-September 30, 2021							
Professional	Position/Title	Department		Blended Hourly Billing Rate 2021	Total Billed Hours		Total Compensation 2021 (Jul thru Sep)
Hermann D. Bauer	Member	Litigation		325.00	4.50		1,462.50
Carla García Benítez	Member	Litigation		340.00	0.80		272.00
Ubaldo Fernández	Jr. Member	Litigation		230.00	1.40		322.00
Paula A. González Montalvo	Associate	Litigation		190.00	0.40		76.00
Gabriel Miranda Rivera	Associate	Litigation		195.00	5.20		1,014.00
Vanessa Sánchez	Paralegal	Litigation		160.00	0.60		96.00
Totals					12.90		3,242.50
Less: 10% Courtesy discount							(324.25)
SUB TOTAL SUMMARY OF LEGAL FEES JULY 1, 2021 - SEPTEMBER 30							2,918.25
SUMMARY OF LEGAL FEES						\$	4,121.55

ERS TITLE III								
Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021								
Period June 1, 2021-June 30, 2021								
Professional	Position/Title	Department	Bill Fees using 2020 Rates	Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2020 (Jun 2021)	Total Compensation 2021 (June 2022)	Rate Variance Deferral
Ubaklo Fernández	Jr. Member	Litigation	225.00	230.00	0.40	90.00	92.00	
Gabriel Miranda Rivera	Associate	Litigation	190.00	195.00	1.50	285.00	292.50	
	Totals				1.90	375.00	384.50	
	Less: 10% Courtesy discount					(37.50)	(38.45)	
SUB TOTAL SUMMARY OF LEGAL FEES JUNE 1, 2021 - JUNE 30, 2021						\$ 337.50	\$ 346.05	\$ (8.55)

Period July 1, 2021-September 30, 2021							
Professional	Position/Title	Department		Blended Hourly Billing Rate 2021	Total Billed Hours		Total Compensation 2021 (Jul thru Sep)
Hermann D. Bauer	Member	Litigation		325.00	0.60		195.00
Ubaklo Fernández	Jr. Member	Litigation		230.00	1.30		299.00
Paula A. González Montalvo	Associate	Litigation		190.00	1.60		304.00
Gabriel Miranda Rivera	Associate	Litigation		195.00	1.50		292.50
Vanessa Sánchez	Paralegal	Litigation		160.00	0.70		112.00
	Totals				5.70		1,202.50
	Less: 10% Courtesy discount						(120.25)
SUB TOTAL SUMMARY OF LEGAL FEES JULY 1, 2021 - SEPTEMBER 30, 2021							1,082.25
SUMMARY OF LEGAL FEES					7.60		\$ 1,419.75

PREPA TITLE III								
Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021								
Period June 1, 2021-June 30, 2021								
Professional	Position/Title	Department	Bill Fees using 2020 Rates	Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2020 (Jun 2021)	Total Compensation 2021 (June 2022)	Rate Variance Deferral
Hermann D. Bauer	Member	Litigation	315.00	325.00	22.00	\$ 6,930.00	7,150.00	
Carla García Benítez	Member	Litigation	335.00	340.00	6.30	\$ 2,110.50	2,142.00	
Carlos E. George	Member	Labor	255.00	260.00	9.50	\$ 2,422.50	2,470.00	
Rosa M. Lázaro	Member	Corporate	350.00	355.00	7.30	\$ 2,555.00	2,591.50	
Edgardo Nieves Quiles	Member	Corporate	305.00	310.00	0.60	\$ 183.00	186.00	
Antonio L. Collazo	Jr. Member	Corporate	225.00	230.00	2.90	\$ 652.50	667.00	
Ubakdo Fernández	Jr. Member	Litigation	225.00	230.00	0.30	\$ 67.50	69.00	
José L. Notario Toll	Jr. Member	Corporate	230.00	235.00	1.80	\$ 414.00	423.00	
Josué González Aklarondo	Associate	Corporate	195.00	200.00	0.90	\$ 175.50	180.00	
Paula A. González Montalvo	Associate	Litigation	185.00	190.00	3.00	\$ 555.00	570.00	
Gabriel Miranda Rivera	Associate	Litigation	190.00	195.00	5.80	\$ 1,102.00	1,131.00	
Olga M. Alicea	Paralegal	Litigation	155.00	160.00	11.50	\$ 1,782.50	1,840.00	
Vanessa Sánchez	Paralegal	Litigation	155.00	160.00	0.90	\$ 139.50	144.00	
	Totals				72.80	19,089.50	19,563.50	
	Less: 10% Courtesy discount					(1,908.95)	(1,956.35)	
SUB TOTAL SUMMARY OF LEGAL FEES JUNE 1, 2021 - JUNE 30, 2021						\$ 17,180.55	\$ 17,607.15	\$ (426.60)

Period July 1, 2021-September 30, 2021							
Professional	Position/Title	Department		Blended Hourly Billing Rate 2021	Total Billed Hours		Total Compensation 2021 (Jul thru Sep)
Julio Pietrantoni	Special Counsel	Corporate		360.00	6.40		2,304.00
Salvador Antonetti	Member	Litigation		315.00	2.80		882.00
Hermann D. Bauer	Member	Litigation		325.00	42.60		13,845.00
Carla García Benítez	Member	Litigation		340.00	15.40		5,236.00
Carlos E. George	Member	Labor		260.00	27.70		7,202.00
Rosa M. Lázaro	Member	Corporate		355.00	35.80		12,709.00
Edgardo Nieves Quiles	Member	Corporate		310.00	2.60		806.00
Antonio L. Roig	Member	Corporate		310.00	0.40		124.00
Antonio L. Collazo	Jr. Member	Corporate		230.00	9.60		2,208.00
Ubakdo Fernández	Jr. Member	Litigation		230.00	1.60		368.00
José L. Notario Toll	Jr. Member	Litigation		235.00	1.90		446.50
Jorge A. Candelaria	Associate	Litigation		190.00	18.80		3,572.00
José Colón García	Associate	Litigation		180.00	6.10		1,098.00
Josué González Aklarondo	Associate	Corporate		200.00	11.30		2,260.00
Paula A. González Montalvo	Associate	Litigation		190.00	2.20		418.00
Gabriel Miranda Rivera	Associate	Litigation		195.00	5.70		1,111.50
Anibal A. Román Medina	Associate	Litigation		175.00	4.10		717.50
Carlos Vázquez Alberty	Associate	Litigation		185.00	17.40		3,219.00
Olga M. Alicea	Paralegal	Litigation		160.00	2.10		336.00
Vanessa Sánchez	Paralegal	Litigation		160.00	2.20		352.00
	Totals				216.70		59,214.50
	Less: 10% Courtesy discount						(5,921.45)
SUB TOTAL SUMMARY OF LEGAL FEES JULY 1, 2021 - SEPTEMBER 30, 2021							53,293.05
SUMMARY OF LEGAL FEES					289.50	\$	70,473.60

PBA TITLE III								
Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021								
Period June 1, 2021-June 30, 2021								
Professional	Position/Title	Department	Bill Fees using 2020 Rates	Blended Hourly Billing Rate 2021	Total Billed Hours	Total Compensation 2020 (Jun 2021)	Total Compensation 2021 (June 2022)	Rate Variance Deferral
Ubaldó Fernández	Jr. Member	Litigation	225.00	230.00	0.30	67.50	69.00	
Gabriel Miranda Rivera	Associate	Litigation	190.00	195.00	2.20	418.00	429.00	
Vanessa Sánchez	Paralegal	Litigation	155.00	160.00	0.20	31.00	32.00	
	Totals				2.70	516.50	530.00	
	Less: 10% Courtesy discount					(51.65)	(53.00)	
SUB TOTAL SUMMARY OF LEGAL FEES JUNE 1, 2021 - JUNE 30, 2021						\$ 464.85	\$ 477.00	\$ (12.15)

Period July 1, 2021-September 30, 2021							
Professional	Position/Title	Department		Blended Hourly Billing Rate 2021	Total Billed Hours		Total Compensation 2021 (Jul thru Sep)
Alfredo Alvarez Ibáñez	Member	Corporate		315.00	1.60		504.00
Hermann D. Bauer	Member	Litigation		325.00	7.80		2,535.00
José R. Cacho	Member	Corporate		355.00	7.50		2,662.50
Carla García Benítez	Member	Litigation		340.00	0.50		170.00
Edgardo Nieves	Member	Corporate		310.00	13.20		4,092.00
Ubaldó Fernández	Jr. Member	Litigation		230.00	1.50		345.00
José L. Notario Toll	Jr. Member	Corporate		235.00	12.30		2,890.50
Marta Ramírez Isern	Jr. Member	Corporate		230.00	2.30		529.00
Josué González Akdarondo	Associate	Corporate		200.00	5.30		1,060.00
Paula A. González Montalvo	Associate	Litigation		190.00	1.60		304.00
Gabriel Miranda Rivera	Associate	Litigation		195.00	6.10		1,189.50
Owen A. Rivera Colón	Associate	Corporate		180.00	4.00		720.00
Olga M. Alicea	Paralegal	Litigation		160.00	5.00		800.00
María M. Amaro	Paralegal	Corporate		150.00	1.40		210.00
Vanessa Sánchez	Paralegal	Litigation		160.00	0.70		112.00
	Totals				70.80		18,123.50
	Less: 10% Courtesy discount						(1,812.35)
SUB TOTAL SUMMARY OF LEGAL FEES JULY 1, 2021 - SEPTEMBER 30, 2021							16,311.15
SUMMARY OF LEGAL FEES							\$ 16,776.00

Schedule 3
Summary of Professional Services Rendered by Project
Category for the Period June 1, 2021 through September 30, 2021

ALL TITLE III TASKS				
Summary of Legal Fees for the Period June 1, 2020 through September 30, 2021				
Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
202	Legal Research	19.40	3,579.50	
201	Board, Member, Staff, Advisor, Consult	2.00	481.00	
202	Legal Research	0.90	175.50	
203	Hearings and Non-Field Comm. With Court	1.50	472.50	
206	Documents Filed on Behalf of the Board	61.70	12,540.00	
207	Non-Board Court Filings	4.40	1,386.00	
208	Stay Matters	12.30	2,590.50	
209	Adversary Proceeding	64.00	18,274.50	
210	Analysis and Strategy	17.60	5,083.00	
213	Labor, Pension Matters	16.20	5,081.00	
214	Legal/Regulatory Matters	2.90	652.50	
215	Plan of Adjustment and Disclosure Statement	28.50	8,761.00	
218	Employment and Fee Applications	0.20	38.00	
219	Docketing	4.30	666.50	
220	Translations	4.80	696.00	
221	Discovery/2004 Examinations	2.30	724.50	
222	Claims and Claims Objections	12.60	3,419.00	
224	Fee Application O&B	4.30	911.50	
201	Board, Members, Staff, Advisor, Consult	5.90		1,657.00
202	Legal Research	87.60		17,238.00
203	Hearings and Non-Field Comm. With Court	21.20		5,772.00
204	Communication with Claimholders	3.40		676.00
206	Documents Filed on Behalf of the Board	150.60		32,449.50
207	Non-Board Court Filings	14.30		4,647.50
208	Stay Matters	6.40		1,931.00
209	Adversary Proceeding	124.90		38,994.00
210	Analysis and Strategy	58.60		17,067.50
212	General Administration and Governance	0.60		195.00
213	Labor, Pension Matters	85.50		24,670.00
214	Legal/Regulatory Matters	2.10		486.50
215	Plan of Adjustment and Disclosure Statement	449.20		141,219.50
216	Confirmation	1.90		574.00
218	Employment and Fee Applications	8.30		1,674.50
219	Docketing	9.40		1,504.00
220	Translations	40.10		6,416.00
221	Discovery/2004 Examinations	3.90		1,150.50
222	Claims and Claims Objections	303.10		58,000.00
224	Fee Application O&B	51.10		11,518.00
225	Fee Applications - Proskauer	5.40		1,053.00
	Totals		\$ 65,532.50	\$ 368,893.50
	Less: 10% Courtesy discount		\$ (6,553.25)	\$ (36,889.35)
	SUMMARY OF LEGAL FEES	1,693.40	\$ 58,979.25	\$ 332,004.15
				\$ 390,983.40

<u>COMMONWEALTH OF PR TITLE III</u>			
<u>Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Members, Staff, Advisor, Consul	5.90	1,657.00
202	Legal Research	68.60	13,340.00
203	Hearings and Non-Field Comm. With Court	22.70	6,244.50
204	Communication with Claimholders	3.40	676.00
206	Documents Filed on Behalf of the Board	176.70	37,600.50
207	Non-Board Court Filings	17.40	5,614.00
208	Stay Matters	17.50	4,169.50
209	Adversary Proceeding	78.60	25,053.50
210	Analysis and Strategy	48.10	13,570.50
212	General Administration and Governance	0.60	195.00
213	Labor, Pension Matters	14.90	4,673.50
214	Legal/Regulatory Matters	0.70	164.50
215	Plan of Adjustment and Disclosure Statement	421.80	134,798.50
216	Confirmation	1.60	520.00
218	Employment and Fee Applications	5.80	1,186.00
219	Docketing	10.20	1,615.00
220	Translations	39.90	6,312.00
221	Discovery/2004 Examinations	6.20	1,875.00
222	Claims and Claims Objections	313.30	60,620.50
224	Fee Application O&B	45.80	10,386.50
225	Fee Applications - Proskauer	5.40	1,053.00
	Totals		\$ 331,325.00
	Less: 10% Courtesy discount		\$ (33,132.50)
	SUMMARY OF LEGAL FEES	1,305.10	\$ 298,192.50

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	0.80	272.00
206	Documents Filed on Behalf of the Board	6.50	1,418.50
208	Stay Matters	0.90	290.50
209	Adversary Proceeding	4.80	1,556.00
210	Analysis and Strategy	0.60	189.00
218	Employment and Fee Application	0.90	175.50
219	Docketing	0.40	63.00
222	Claims and Claims Objections	0.20	63.00
224	Fee Application - O&B	2.60	552.00
	Totals		\$ 4,579.50
	Less: 10% Courtesy discount		\$ (457.95)
	SUMMARY OF LEGAL FEES	17.70	\$ 4,121.55

<u>ERS TITLE III</u>			
<u>Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	1.50	285.00
206	Documents Filed on Behalf of the Board	2.20	421.00
209	Adversary Proceeding	0.40	130.00
218	Employment and Fee Applications	0.90	175.50
219	Docketing	0.30	48.00
222	Claims and Claims Objections	0.20	65.00
224	Fee Application - O&B	2.10	453.00
	Totals		\$ 1,577.50
	Less: 10% Courtesy discount		\$ (157.75)
	SUMMARY OF LEGAL FEES	7.60	\$ 1,419.75

<u>PREPA TITLE III</u>			
<u>Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Board, Member, Staff, Advisor, Consult	2.00	481.00
202	Legal Research	36.30	6,763.00
206	Documents Filed on Behalf of the Board	18.90	3,891.50
207	Non-Board Court Filings	1.30	419.50
208	Stay Matters	0.10	31.50
209	Adversary Proceeding	95.90	28,308.00
210	Analysis and Strategy	21.10	6,371.00
213	Labor, Pension Matters	86.80	25,077.50
214	Legal/Regulatory Matters	4.30	974.50
215	Plan of Adjustment and Disclosure Statement	16.10	4,491.00
219	Docketing	2.50	396.50
222	Claims and Claims Objections	1.70	568.50
224	Fee Application - O&B	2.50	530.50
	Totals		\$ 78,304.00
	Less: 10% Courtesy discount		\$ (7,830.40)
	SUMMARY OF LEGAL FEES	289.50	\$ 70,473.60

<u>PBA TITLE III</u>			
<u>Summary of Legal Fees for the Period Jun 1, 2021 through Sep 30, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	2.20	618.00
206	Documents Filed on Behalf of the Board	6.50	1,373.00
208	Stay Matters	0.20	30.00
209	Adversary Proceeding	9.20	2,221.00
210	Analysis and Strategy	6.40	2,020.00
215	Plan of Adjustment and Disclosure Statement	39.80	10,691.00
216	Confirmation	0.30	54.00
218	Employment and Fee Applications	0.90	175.50
219	Docketeing	0.30	48.00
220	Translations	5.00	800.00
222	Claims and Claims Objections	0.30	102.00
224	Fee Applications - O&B	2.40	507.50
	Totals		\$ 18,640.00
	Less: 10% Courtesy discount		\$ (1,864.00)
	SUMMARY OF LEGAL FEES	73.50	\$ 16,776.00

Schedule 4
Summary of Actual and Necessary Expenses Incurred
for the Period June 1, 2021 through September 30, 2021

<u>ALL TITLE III EXPENSES</u>		
<u>Summary of Disbursements for the Period Jun 1 , 2021 through Sep 30, 2021</u>		
Description - Expenses	Amounts	
Duplicating	519.90	
Duplicating - Color	1,099.20	
Miscellaneous - Charge to Appear at Omnibus Hearing in the Promesa Title III in cases on June	70.00	
Messenger Delivery - 6/3/2021, 8/6/2021 & 9/28/2021	43.00	
Messenger Delivery - 9/27/2021	20.00	
Postage - As of 06/30/2021 & 8/31/2021	64.10	
Filing Fees to Appear in July 13, 2021 and July 14, 2021 - HDB	140.00	
Filing Fees - US District Courts, Filing Fee RE: Complaint Adversary - PAG/CGB	402.00	
Filing Fees - Request Copy of Documents Case No. F DP2016-0013 - PAG/CDM	30.00	
Filing Fees to Appear at Omnibus Hearing on Aug 4, 2021 - HDB	70.00	
Filing Fees to Attend Disclosure Statement Hearing (Continuation) on July 29, 2021 - HDB	70.00	
Filing Fees for search in Karibe System in the External Books of Embargoes and Sentences for the	10.00	
Filing Fees US District Courts Re: Complaint Adversary Amerinational Community Services LLC -	402.00	
UCC Search/Filing - Crosstown Searches & Filing inc. Inv. 2021-1048 - ENQ	312.00	
Certificate of Translation	208.00	
SUMMARY OF DISBURSEMENTS	\$ 3,460.20	

<u>COMMONWEALTH OF PR TITLE III</u>			
<u>Summary of Disbursements for the Period Jun 1, 2021 through Sep 30, 2021</u>			
Description - Expenses			Amounts
Duplicating			519.90
Duplicating - Color			1,099.20
Miscellaneous - Charge to Appear at Omnibus Hearing in the Promesa Title III in cases on June 16, 2021 -HDB			70.00
Messenger Delivery - 6/3/2021, 8/6/2021 & 9/28/2021			43.00
Postage - As of 06/30/2021 & 8/31/2021			64.10
Filing Fees to Appear in July 13, 2021 and July 14, 2021 - HDB			140.00
Filing Fees - US District Courts, Filing Fee RE: Complaint Adversary - PAG/CGB			402.00
Filing Fees - Request Copy of Documents Case No. F DP2016-0013 - PAG/CDM			30.00
Filing Fees to Appear at Omnibus Hearing on Aug 4, 2021 - HDB			70.00
Filing Fees to Attend Disclosure Statement Hearing (Continuation) on July 29, 2021 - HDB			70.00
Certificate of Translation			208.00
SUMMARY OF DISBURSEMENTS			\$ 2,716.20

<u>PBA TITLE III</u>					
<u>Summary of Disbursements for the Period Jun 1, 2021 through Sep 30, 2021</u>					
Description - Expenses					Amounts
Filing Fees for search in Karibe System in the External Books of Embargoes and Sentences for the Puerto Rico Public Buildings Authority - MMA/ENQ					10.00
Filing Fees US District Courts Re: Complaint Adversary Amerinational Community Services LLC - GAM/CGB					402.00
UCC Search/Filing - Crosstown Searches & Filing inc. Inv. 2021-1048 - ENQ					312.00
Messenger Delivery - 9/27/2021					20.00
SUMMARY OF DISBURSEMENTS					744.00

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹
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**THIRTEENTH INTERIM APPLICATION OF O'NEILL & BORGES LLC
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,
AS REPRESENTATIVE OF DEBTORS, FOR THE PERIOD OF
JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

To the Honorable United States District Court Judge Laura Taylor Swain:

COMES NOW O'Neill & Borges LLC ("O&B"), attorneys for the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board") as representative of the Commonwealth of Puerto Rico ("Commonwealth"), Puerto Rico Highways and Transportation Authority ("HTA"), Employees Retirement System for the Commonwealth of Puerto Rico ("ERS"), and Puerto Rico Electric Power Authority ("PREPA") and Puerto Rico Public Buildings

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.) O'Neill & Borges LLC has already submitted its "final" application in the COFINA Title III case, albeit because of our role as counsel for such debtor, we continue to provide services and incur expenses on some remaining matters related to that Title III proceeding. Such invoices will be submitted for approval pursuant to the Fee Examiner's guidance regarding the pertinent process to follow.

Authority (“PBA”, jointly with the Commonwealth, HTA, ERS and PREPA referred to as “Debtors”) pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² and hereby submits this thirteenth interim application (the “Application”), pursuant to PROMESA sections 316 and 317, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”),³ Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee, 28 CFR Part 58, Appendix B (the “Guidelines”), and in accordance with this Court’s *Third Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Dkt. No. 20546) (the “Interim Compensation Order”), for (a) allowance of interim compensation for professional services performed by O&B for the period commencing June 1st, 2021 through and including September 30th, 2021 (the “Compensation Period”) in the amount of \$392,513.85, and (b) reimbursement of its actual and necessary expenses in the amount of \$3,460.20. In support thereof, O&B alleges and prays as follows:

Jurisdiction

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction pursuant to PROMESA section 306(a).
2. Venue is proper in this district pursuant to PROMESA section 307(a).
3. O&B submits this Application pursuant to PROMESA sections 316 and 317.

² PROMESA has been codified in 48 U.S.C. §§ 2101-2241.

³ The Bankruptcy Rules are made applicable to the Debtor’s Title III case pursuant to PROMESA section 310.

Background

4. On June 30, 2016, the Oversight Board was established under PROMESA section 101(b). On August 31, 2016, President Barack Obama appointed the Oversight Board's seven voting members.

5. Pursuant to PROMESA section 315, "[t]he Oversight Board in a case under this subchapter is the representative of the debtor" and "may take any action necessary on behalf of the debtor to prosecute the case of the debtor, including filing a petition under section [304] of [PROMESA] . . . or otherwise generally submitting filings in relation to the case with the court." 48 U.S.C. § 2175.

6. On September 30, 2016, the Oversight Board designated the Debtors as "covered entities" under PROMESA section 101(d).

7. On May 3, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Commonwealth pursuant to section 304(a) of PROMESA, commencing a case under title III thereof (the "Commonwealth's Title III Case"). Pursuant to PROMESA section 315(b), the Oversight Board is the Debtor's representative in the Commonwealth's Title III Case.

8. On May 21, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Puerto Rico Highways and Transportation Authority ("HTA") pursuant to section 304(a) of PROMESA, by and through the Oversight Board, as HTA's representative pursuant to PROMESA section 315(b), commencing a case under title III thereof (the "HTA's Title III Case"). Pursuant to PROMESA section 315(b), the Oversight Board is HTA's representative in the HTA's Title III Case.

9. On May 21, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Employees

Retirement System for the Commonwealth of Puerto Rico (“ERS”) pursuant to section 304(a) of PROMESA, by and through the Oversight Board, as ERS's representative pursuant to PROMESA section 315(b), commencing a case under title III thereof (the “ERS’s Title III Case”). Pursuant to PROMESA section 315(b), the Oversight Board is ERS’s representative in the ERS’s Title III Case.

10. On July 3, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Puerto Rico Electric Power Authority (“PREPA”) pursuant to section 304(a) of PROMESA, by and through the Oversight Board, as PREPA's representative pursuant to PROMESA section 315(b), commencing a case under title III thereof (the “PREPA’s Title III Case”). Pursuant to PROMESA section 315(b), the Oversight Board is PREPA’s representative in the PREPA’s Title III Case.

11. On September 26, 2019, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Puerto Rico Public Buildings Authority (“PBA”) pursuant to section 304(a) of PROMESA, by and through the Oversight Board, as PBA’s representative pursuant to PROMESA section 315(b), commencing a case under title III thereof (the “PBA’s Title III Case”). Pursuant to PROMESA section 315(b), the Oversight Board is PBA’s representative in the PBA’s Title III Case.

12. The Commonwealth, HTA, ERS, PREPA and PBA Title III Cases are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015. See Dkt. Nos. 242, 537, 1417, 8829.

13. On September 17, 2021, O&B served, by electronic mail, on the Notice Parties its monthly fee statements for the months of June and July 2021. On October 21, 2021, O&B served, by electronic mail, on the Notice Parties its monthly fee statements for the month of August 2021.

Finally, on December 7, 2021, O&B served, by electronic mail, on the Notice Parties its monthly fee statements for the month of September 2021.

14. Pursuant to *Puerto Rico Recovery Accuracy in Disclosures Act* (the “PRRADA”) and the Court’s related orders [Docket Nos. 19859, 19980, 20419, and 20467], O&B filed its PRRADA disclosures on July 12, 2022 [Docket No. 21485], which were later supplemented to address certain queries from the U.S. Trustee’s office via a filing of August 25, 2022 [Docket No. 21925, as amended by Docket No. 22957].

15. In accordance with the Interim Compensation Order and as reflected in the foregoing summary, upon submitting such monthly fee statements, O&B has requested payment in the total amount of \$351,885.06 of its fees (payment of ninety percent (90%) of the compensation sought in its invoices) and reimbursement of \$3,460.20 of related expenses (one-hundred percent (100%) of expenses incurred) and has received \$351,885.29 in fees and \$3,460.20 in expenses with respect to fee statements filed during the Compensation Period.

Summary of Services Rendered by O&B During the Compensation Period

16. This is O&B’s thirteenth interim application for compensation in the Debtors’ Title III Cases.

17. O&B has served as Puerto Rico counsel for the Oversight Board, who as the Debtors’ representative in these restructuring cases, defends their respective rights and interests in the multiplicity of litigation attacking the certified fiscal plans for the Debtors and their respective restructuring efforts in accordance with PROMESA, and engages with creditors and other stakeholders on alternatives for a Title III plan of adjustment. O&B has worked closely with Proskauer Rose LLP (“Proskauer”) and other consultants for the Oversight Board in the formulation of the different legal strategies designed to further PROMESA’s mandate of returning the Commonwealth to fiscal responsibility and access to capital markets.

18. O&B has worked with Proskauer in, among other things, the following: (a) preparation and filing of pleadings and briefs in litigation matters; (b) preparation for hearings; (c) research laws and jurisprudence, both Federal and local, regarding proposed plan issues, including bankruptcy, U.S. and P.R. Constitutional issues; and (d) performed other professional services as described in this Application and reflected in **Schedule 3** and **Exhibit B**.

19. O&B seeks an allowance, pursuant to the Interim Compensation Order, of \$392,513.85 as compensation for professional services rendered and \$3,460.20 as reimbursement for actual and necessary expenses incurred during the Compensation Period in connection with such professional services. The Application shows that for the Compensation Period in question O&B has applied a 10% discount on the hourly rates of all attorneys and paralegals working on these cases.

20. O&B maintains electronic invoices in connection with the firm's representation of the Oversight Board as representative of the Debtor. Copies of the electronic invoices with respect to the Oversight Board as representative of the Debtors for the Compensation Period are attached hereto as **Exhibit B**.

21. O&B's summary of itemized time records for professionals and paralegals performing services for the Oversight Board with respect to the Debtors during the Compensation Period is attached hereto as **Schedule 1**. O&B's rates are revised annually at the end of our fiscal year (November 30). During the Compensation Period, O&B billed the Oversight Board for time expended by attorneys on June 2021, based on O&B's hourly rates effective December 1st, 2019 and for the months of July, August and September 2021, based on the hourly rates effective July 1st, 2021, for each professional and paralegal as detailed in **Schedule 2**. Upon agreement with the Oversight Board, O'Neill & Borges LLC postponed their implementation of the rates effective December 1st, 2019. Such rates apply to the compensation corresponding to the month of

June 2021 and O'Neill & Borges LLC is seeking payment of the deferred amounts with this submission. The professional services performed by O&B during the Compensation Period resulted in 1,561.60 recorded hours by O&B's attorneys; and 131.80 recorded hours by paralegals. Furthermore, **Schedule 3** shows, for each Project Category (as defined below), the total recorded hours for each Project Category. In accordance with Guidelines paragraph C.3, O&B's blended hourly rates are disclosed in **Schedule 2**. The rates O&B charges for the services rendered by its professionals and paralegals in these Title III cases are below or consistent with the competitive market rates in Puerto Rico for bankruptcy matters, charged by the other Puerto Rico counsels who have appeared in these cases.

22. All entries itemized in O&B's time records comply with the requirements set forth in the Guidelines, including, without limitation, (a) the utilization of what O&B identifies as task codes (each a "Project Category"), (b) a description of each activity or service that each individual performed, and (c) the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

Applicant Statement in Compliance with Appendix B Guidelines C.5

23. The following answers are provided in response to the questions set forth in Guidelines paragraph C.5:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: Yes. O&B agreed to a 10% discount on the total amount billed in all invoices.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The claimed fees are not higher than 10% of the budgeted fees for the time period.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: No, the Application does not include time or fees related to reviewing time records or preparing, reviewing or revising invoices in connection with the preparation of monthly fee statements.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: Yes, the Application includes the rate increase of our fees as of December 1st, 2019 and July 1st, 2021, as agreed with the client in the original services proposal and follow-up communications and notified to all Title III interested parties (ECF Nos.: 9360 and 16782). Pursuant to the Engagement Letter dated November 23, 2016 between the Oversight Board and O&B, O&B rates are revised annually at the end of our fiscal year (November 30). (ECF Nos.: 13891-7) Such rate increases are based upon such criteria as whether a particular timekeeper has been promoted because of his/her demonstrated skills, whether a particular professional has demonstrated developing skills, experiences, or competency, whether the particular rate is in tune with current market rates, and other similar objective criteria. As a result of such analysis, our effective rates as of December 1st, 2019, increased on average \$5.00 per hour per timekeeper, with some limited timekeepers increasing by \$10.00 and many did not increase at all. However, rather than implementing such new rates within 30-days of such notice, O'Neill & Borges LLC postponed their implementation per the Oversight Board's request and reserved the right to request such payment at a later date [See our explanation to that effect at ECF No. 13891 fn.4]. Upon agreement with the Oversight Board, such rates apply to the compensation corresponding to the month of June 2021. O'Neill & Borges LLC is seeking payment of the deferred amounts

for the June 2021 with this submission. O&B's rates further increased as of December 1st, 2020, but such increase became effective to our Title III billing on July 1st, 2021 [ECF No.: 16782].

Hearings and Conferences

24. O&B attorneys, as Puerto Rico counsel for the Oversight Board, also attended hearings and participated in teleconferences with the Oversight Board, the Board's professional advisors, AAFAF and its professional advisors, the Unsecured Creditors' Committee and its professional advisors, and the Debtors' creditors and their professional advisors. More than one O&B attorney may have participated in hearings and conferences when required in order to better represent the Debtors in a more cost-efficient manner and avoid unnecessary duplication and expense.

Professionals Billing Fewer Than Five Hours per Month

25. The following chart indicates (a) professionals who billed fewer than five hours per month, (b) the months for which fewer than five hours were billed by the professional, and (c) an explanation of why the use of such professional was reasonable and necessary. As a general matter, it was reasonable and necessary to consult with professionals with specific practice area expertise to assist the Debtors in the Title III cases.

Professional	Month(s) in which less than 5 hours were billed	Explanation of Why Services Were Reasonable and Necessary
Julio Pietrantoni	June 2021	Mr. Pietrantoni was a member of our Corporate Department and has by-now moved to a Senior Counsel position. His practice focuses on, among others, financing transactions, including public finance. Given his expertise in public financing issues, Mr. Pietrantoni continues to periodically provide the Oversight Board guidance regarding issues impacting the Debtors' restructuring efforts.

Professional	Month(s) in which less than 5 hours were billed	Explanation of Why Services Were Reasonable and Necessary
Alfredo Álvarez Ibañez	July and September 2021	Mr. Álvarez is a member of our Corporate Department. His practice focuses on, among others, financing transactions. He periodically provides advice on such issues, as they may impact the Debtors' restructuring efforts.
Salvador A. Antonetti	July 2021	Mr. Antonetti is a former Solicitor General of Puerto Rico, with various areas of expertise, including federal procedural and appellate issues, as well as knowledge of governmental issues. Mr. Antonetti is periodically tasked with providing guidance in the Title III proceedings regarding his areas of expertise.
José R. Cacho	June 2021	Mr. Cacho is a member of our Corporate Department. His practice focuses on, among others, financing transactions, including public finance. Given his substantial experience in the public finance, Mr. Cacho continues to periodically provide the Oversight Board guidance regarding the Debtors' restructuring efforts.
Ivelisse Collazo	June 2021	Ms. Collazo is a member of O&B's Corporate Department. Her practice focuses on employee benefits and pension plan issues. She continues to periodically assist the Oversight Board in these Title III cases by analyzing and providing advice on pension and municipal tax related issues.
Carla García Benítez	September 2021	Ms. García is a member of O&B's Litigation Department, with various areas of expertise, including federal procedural and appellate issues. Ms. García has been consistently leading and providing guidance in the Title III proceedings and all related litigation in adversary proceedings.
Edgardo Nieves Quiles	June and July 2021	Mr. Nieves is a member of O&B's Corporate Department, with particular knowledge on governmental contracts and their legal requirements. He periodically provides advice on such issues, as they may impact the Debtors' restructuring efforts.
Antonio L. Roig	July 2021	Mr. Roig is a member of O&B's Litigation Department, with various areas of expertise, including federal procedural and appellate issues, as well as judicial challenges to governmental eminent domain and bidding procedures. Mr. Roig is periodically tasked with providing guidance in the Title III proceedings regarding his areas of expertise.

Professional	Month(s) in which less than 5 hours were billed	Explanation of Why Services Were Reasonable and Necessary
Ismael Vincenty Medina	June 2021	Mr. Vincenty is a member of O&B's Corporate Department, specializing in Taxation issues. He periodically provides advice on such issues, as they may impact the Debtors' restructuring efforts.
Alberto Bayouth Montes	August and September 2021	Mr. Bayouth was a junior member in O&B's Labor Department. He has aided the Oversight Board in researching Puerto Rico labor law issues as they may impact the Debtors' restructuring efforts.
Denisse Ortiz	June 2021	Ms. Ortiz is a junior member of O&B's Corporate Department, specializing in Taxation issues. She periodically provides advice on such issues, as they may impact the Debtors' restructuring efforts.
Marta Ramírez Isern	September 2021	Ms. Ramírez is a member of O&B's Corporate Department, specializing in real estate and Puerto Rico notarial law transactions. She periodically provides advice on such issues, as they may impact the Debtors' restructuring efforts.
Antonio Collazo	June and August 2021	Mr. Collazo is a junior member of our Corporate Department. His practice focuses on environmental law and energy issues. Mr. Collazo provides the Oversight Board guidance regarding issues impacting the Debtors' restructuring efforts, as well as assisting in developing legal arguments for the various adversary proceedings impacting the PREPA Title III process.
Ubaldo M. Fernández Barrera	June 2021	Mr. Fernández is a junior member of the O&B Litigation Department who specializes in Bankruptcy law and has been consistently providing assistance in all the Title III matters since their inception.
José L. Notario	June 2021	Mr. Notario is a junior member of O&B's Corporate Department, with particular knowledge and experience in legislative efforts. He periodically provides advice on such issues, as they may impact the Debtors' restructuring efforts.
Carlos Vázquez Alberty	August and September 2021	Mr. Vázquez is an associate in O&B's Labor Department. He has aided the Oversight Board in researching Puerto Rico labor law issues, as well as periodically assisting in document or docket review projects.

Professional	Month(s) in which less than 5 hours were billed	Explanation of Why Services Were Reasonable and Necessary
Ivette Rodríguez	June and July 2021	Ms. Rodríguez is an associate in O&B's Corporate Department, with substantial experience in handling Puerto Rico municipal law issues. She has aided the Oversight Board in researching Puerto Rico law issues as well as periodically assisting in document review projects.
Owen Rivera Colón	September 2021	Mr. Rivera is an associate in O&B's Corporate Department. He has been assisting the Oversight Board in the due diligence required to ascertain the basis for various Proof of Claims grounded upon judicial or administrative claims against the Debtors.
Anibal Román Medina	July 2021	Mr. Román is an associate in O&B's Litigation Department. He has aided the Oversight Board in researching Puerto Rico law issues, as well as periodically assisting in document review projects.
Astrid E. Vélez	July 2021	Ms. Vélez is an associate in O&B's Corporate Department. She has aided the Oversight Board in researching Puerto Rico law issues, as well as periodically assisting in document review projects.
María M. Amaro	August 2021	Ms. Amaro is an experienced corporate paralegal at O&B. She has assisted with minor clerical tasks associated with the litigation efforts within the Title III proceedings.
Milagros Marciano Baez	June 2021	Ms. Marciano was an experienced litigation paralegal at O&B. She assisted with minor clerical tasks associated with the litigation efforts within the Title III proceedings.
Vanessa Sánchez	June and September 2021	Ms. Sanchez is an experienced litigation paralegal at O&B. She has assisted with minor clerical tasks associated with the litigation efforts within the Title III proceedings and has periodically assisted with document review and organization projects.

Summary of Legal Services Provided During the Compensation Period

26. The following is a brief narrative summary, listed by Project Category, of the professional services rendered by O&B during the Compensation Period.⁴

(a) Project Category 201

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
201	Board, Member, Staff, Advisor, Consult	2.00	481.00	
201	Board, Members, Staff, Advisor, Consult	5.90		1,657.00

27. This Project Category includes time spent communicating with the Oversight Board, the Debtors, and their representatives, agents, and consultants. In summary, O&B attorneys spent time communicating with Oversight Board professionals regarding Debtors' Title III cases strategy issues, economic analyses, fiscal plans issues, consulting matters, and litigation strategy. O&B attorneys further had multiple communications with the Oversight Board regarding mediation related issues and plans of adjustment and drafted or assisted in research related to memoranda on behalf of the Oversight Board related to these cases.

(b) Project Category 202

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
202	Legal Research	19.40	3,579.50	
202	Legal Research	0.90	175.50	
202	Legal Research	87.60		17,238.00

28. This Project Category includes legal research and analyses and time spent drafting memoranda in coordination with Proskauer regarding the analysis of legal issues including, but not limited to, local law matters. The following are some of the issues that were researched by O&B attorneys: (i) constitutional issues in connection with the Debtors' Title III cases; (ii) state law

⁴ The following tables exclude the deferred amounts being sought in this application. The total fees mentioned in this section also **exclude** the 10% discount agreed to upon the initial engagement.

issues related to various matters impacting the Title III Proceedings; (iii) merits, stay, removal, dismissal, and transfer of actions; (iv) analysis on claw back rights; (v) protection of estate assets; (vi) regulatory matters; and (vii) discovery disputes.

(c) Project Category 203

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
203	Hearings and Non-Field Comm. With Court	1.50	472.50	
203	Hearings and Non-Field Comm. With Court	21.20		5,772.00

29. This Project Category includes communications with the Court and preparing for and attending hearings and in Court proceedings. Furthermore, O&B attorneys spent time communicating with the Court and regarding rules and hearing matters.

(d) Project Category 204

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
204	Communication with Claimholders	3.40		676.00

30. This category includes time spent by O&B attorneys communicating with the claimholders of Debtors. The time spent by O&B attorneys focused on issues related to stay matters and the procedures established pursuant to the Court's order for seeking relief from stay. Furthermore, O&B attorneys spent time responding to creditors' inquiries. O&B attorneys also spent time on communications regarding mediation, negotiation, and settlement in the Title III cases and adversary proceedings.

(e) Project Category 205

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
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31. As to this Project Category, O&B attorneys spent time communicating with the

Debtor's representatives in various Title III related matters including but not limited to counsel and other advisors to AAFAF. There were no hours expended for this task during this time period.

(f) Project Category 206

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
206	Documents Filed on Behalf of the Board	61.70	12,540.00	
206	Documents Filed on Behalf of the Board	150.60		32,449.50

32. O&B attorneys, as Puerto Rico counsel for the Oversight Board, spent considerable time drafting and reviewing pleadings filed on behalf of the Debtors. In summary, O&B attorneys worked with Proskauer in drafting and reviewing pleadings, motions for joint administration, first day motions, briefing on legal issues in motions, objections, and replies in contested matters and several adversary proceedings.

(g) Project Category 207

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
207	Non-Board Court Filings	4.40	1,386.00	
207	Non-Board Court Filings	14.30		4,647.50

33. The time spent by O&B attorneys on this Project Category includes the review of Court orders, complaints, pleadings, motions and responses thereto filed by other parties. Reviewing pleadings filed by other parties is necessary to properly advise the Oversight Board whether a response is required and, where appropriate, assist in the preparation of such response.

(h) Project Category 208

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
208	Stay Matters	12.30	2,590.50	
208	Stay Matters	6.40		1,931.00

34. This Project Category includes time spent by O&B attorneys in reviewing and

analyzing motions and responses on relief from stay and researching issues related thereto. Among the multiple tasks handled by O&B attorneys in this Project Category, the time spent also included drafting and reviewing responses and motions on stay related matters.

(i) Project Category 209

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
209	Adversary Proceeding	64.00	18,274.50	
209	Adversary Proceeding	124.90		38,994.00

35. The time spent on this Project Category includes the handling of various contested matters and adversary proceedings filed in relation to these Title III cases. O&B attorneys have spent time reviewing and drafting pleadings and motions as local counsel for the Oversight Board, as required by Local Rule 83A(f). Furthermore, O&B attorneys have spent time responding to discovery matters as Puerto Rico counsel for the Oversight Board, as the representative of the Title III Debtors.

(j) Project Category 210

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
210	Analysis and Strategy	17.60	5,083.00	
210	Analysis and Strategy	58.60		17,067.50

36. This Project Category focuses on the time spent by O&B attorneys in relation to legal analysis and strategy as to the next steps and meetings with Proskauer to coordinate matters related to the Title III cases. It also includes analyzing the legal arguments raised in court filings by other parties, to properly advise the Oversight Board regarding the impact of those issues upon the Title III proceeding.

(k) Project Category 211

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
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37. This Project Category focuses on the time spent by O&B attorneys in relation to legal analysis and strategy of issues related to the various Debtors Fiscal Plans and Yearly Budgets.

(l) Project Category 212

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
212	General Administration and Governance	0.60		195.00

38. This Project Category includes time spent by O&B attorneys on general administration of the Debtors' Title III case. Among the general administration included in this Project Category are, among other, the following: (a) case status and coordination with Proskauer; (b) analyzing matters on filing of documents with the Court and service thereof; and (c) coordinating matters related to calendar, deadlines, translations and filings.

(m) Project Category 213

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
213	Labor, Pension Matters	16.20	5,081.00	
213	Labor, Pension Matters	85.50		24,670.00

39. This Project Category includes time spent reviewing employee and retiree benefits and pension matters, which are mostly governed by highly technical Puerto Rico laws, as counsel for the Oversight Board and in coordination with Proskauer.

(n) Project Category 214

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
214	Legal/Regulatory Matters	2.90	652.50	
214	Legal/Regulatory Matters	2.10		486.50

40. This Project Category includes time spent by O&B in the analysis of and communications of any sort (including emails, calls and meetings) with any regulatory, Congressional or governmental agency regarding issues arising out of Title III proceedings.

(o) Project Category 215

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
215	Plan of Adjustment and Disclosure Statement	28.50	8,761.00	
215	Plan of Adjustment and Disclosure Statement	449.20		141,219.50

41. This Project Category includes time spent by O&B in providing assistance to the Oversight Board in the development of a plan of adjustment to the various Title III Debtors. It also includes the analysis of the various legal and regulatory issues that may impact upon the viability of such plans.

(p) Project Category 216

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
216	Confirmation	1.90		574.00

42. This category encompasses time expended in the process of confirmation of a debtor's plan of adjustment.

(q) Project Category 217

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
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43. The time spent on this Project Category includes time spent by O&B regarding analysis and communications of any sort related to tax issues impacting the Title III Debtors. There were no hours expended for this task during this this time period. There were no hours expended for this task during this time period.

(r) Project Category 218

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
218	Employment and Fee Applications	0.20	38.00	
218	Employment and Fee Applications	8.30		1,674.50

44. This Project Category includes time spent by O&B regarding analysis and communications of any sort related to any employment retention or fee application of other professionals in the relevant proceeding.

(s) Project Category 219

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
219	Docketing	4.30	666.50	
219	Docketing	9.40		1,504.00

45. This Project Category includes time spent by O&B paralegals reviewing orders and/or pertinent motions to ensure all up-coming court deadlines are identified and docketed in the calendars for the pertinent attorneys in charge of the specific matter or task.

(t) Project Category 220

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
220	Translations	4.80	696.00	
220	Translations	40.10		6,416.00

46. This Project Category includes time spent by O&B paralegals or junior associates, when time constraints or other consideration so require, regarding translation of documents from Spanish to English. Some of these translations are necessary in order for the Oversight Board to make informed decisions impacting Title III strategy. Moreover, pursuant to Local R. 5(g), “all documents not in the English language which are presented or filed, whether as evidence or otherwise, must be accompanied by a certified translation into English....” Whenever court deadlines so-permit, O&B uses the services of its in-house certified interpreter, which is more cost-efficient than third-party services.

(u) Project Category 221

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
221	Discovery/2004 Examinations	2.30	724.50	
221	Discovery/2004 Examinations	3.90		1,150.50

47. This Project Category includes time spent by O&B in preparation for, or attending to, Rule 2004 examinations. Additionally, all discovery related tasks, including analysis of discovery requests, potential privilege issues and review and analysis of discovery responses are included in this category.

(v) Category 222

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
222	Claims and Claims Objections	12.60	3,419.00	
222	Claims and Claims Objections	303.10		58,000.00

48. This Project Category includes time spent by O&B in analyzing claims against the debtor, as well as analyzing or preparing objections to such claims.

(w) Project Category 223

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
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49. This Project Category includes time spent by O&B in analyzing issues relating to debtor's leases or executory contracts, as well as revising or drafting any necessary court filings relating to these contracts.

(x) Project Category 224

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
224	Fee Application O&B	4.30	911.50	
224	Fee Application O&B	51.10		11,518.00

50. This Project Category includes time spent by O&B in the drafting and organization of the necessary filings for the collection of the fees claimed by O'Neill & Borges LLC for the work performed on behalf of the Oversight Board in these Title III proceedings.

(y) Project Category 225

Task Code	Matter Description	Total Billed Hours	Total Fees Requested Uses 2020 Rates - June only	Total Fees Requested Uses 2021 Rates - Jul thru Sep 2021
225	Fee Applications - Proskauer	5.40		1,053.00

51. This Project Category includes time spent by O&B in assisting our co-counsel, Proskauer Rose LLP, in the submission of its filings for the collection of its fees for the work performed on behalf of the Oversight Board in these Title III proceedings.

52. The professional services performed by O&B were reasonable, necessary, appropriate, and beneficial when rendered, facilitated the effective administration of the Debtors'

Title III cases, and were in the best interests of the Oversight Board and the Debtors' creditors, residents, and other stakeholders. O&B further submits that the Compensation for which approval is being sought is commensurate with the complexity, importance, and time-sensitive nature of the problems, issues, and tasks involved. The professional services of O&B were performed in an efficient and effective manner.

53. Therefore, the Court should approve the compensation sought by O&B in compliance with the requirements in the Bankruptcy Code. Namely, the fees requested are fair and reasonable because these Title III cases are complex matters that required the time spent by O&B given the nature and extent of the services. Furthermore, O&B expertise in the bankruptcy field together with the value of its services and the costs of comparable services in other cases show further compliance with the Bankruptcy Code.

Actual and Necessary Expenses of O&B

54. Pursuant to the Guidelines, **Schedule 4** is O&B's summary of actual and necessary expenses incurred on behalf of the Oversight Board as representative of the Debtors during the Compensation Period.

55. In accordance with paragraph C.13 of the Appendix B Guidelines and as more fully described in **Schedule 4**, O&B seeks reimbursement for its necessary and reasonable expenses, including: (a) reproduction, (b) online research, (c) delivery services and couriers, (d) postage, (e) local travel to and from airports, (f) out-of-town travel, (g) out-of-town meals, (h) court fees, (i) transcription services, (j) litigation support, and (l) professional services. All expense entries are detailed and explained in **Exhibit B**.

56. O&B currently charges from \$0.10 (black and white) to \$0.40 (color) per page for Title III photocopying expenses; and this is reflected in the submitted invoices. All expenditures are of the type customarily billed to clients are detailed on **Schedule 4**.

57. During the Compensation Period, O&B has disbursed \$3,460.20 as necessary and reasonable expenses. The expenses charged are detailed and described in **Exhibit B** hereto. The actual expenses incurred by O&B were necessary, reasonable, and justified to effectively serve the needs of the Debtors in its Title III cases.

Compensation Paid and Its Source

58. The services and expenses for which O&B is requesting approval of the Court were performed or incurred on behalf of the Oversight Board as representative of the Debtors. In connection with the matters covered by this Application, O&B received no payment and no promises of payment for services rendered, or to be rendered, from any source other than the Debtors. There is no agreement or understanding between O&B and any other person, other than members of the firm, for the sharing of compensation received for services rendered in these Title III cases.

59. PROMESA sections 316 and 317 provide for interim compensation of professionals and govern the Court's award of such compensation. 48 U.S.C. §§ 2176-2177. PROMESA section 316 provides that a court may award a professional person employed by the Debtors or the Oversight Board under PROMESA "(1) reasonable compensation for actual, necessary services rendered by the professional person, or attorney and by any paraprofessional person employed by any such person; and (2) reimbursement for actual, necessary expenses." 48 U.S.C. § 2176(a). Section 316 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

(1) the time spent on such services;

(2) the rates charged for such services;

(3) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this chapter;

(4) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(5) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(6) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this subchapter or title 11.

48 U.S.C. § 2176(c).

60. As noted above, the professional services and expenditures object of this Application were necessary and beneficial to the Oversight Board as representative of the Debtors. O&B worked diligently to anticipate or respond to the Oversight Board's needs and assist in the Oversight Board's role in these Title III cases. The compensation for which O&B is requesting approval herein is reasonable in light of the nature, extent, and value of such services to the Oversight Board.

Notice

61. Pursuant to the Interim Compensation Order, notice of this Application has been filed in the Commonwealth's Title III case and served upon:

- (a) attorneys for the Oversight Board, Proskauer Rose LLP, Eleven Times Square, New York, NY 10036, Attn: Martin J. Bienenstock, Esq. (mbienenstock@proskauer.com) and Ehud Barak, Esq. (ebarak@proskauer.com), and Proskauer Rose LLP, 70 West Madison Street, Chicago, IL 60602, Attn: Paul V. Possinger, Esq. (ppossinger@proskauer.com);
- (b) attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP, Times Square Tower, 7 Times Square, New York, NY 10036, Attn: John J. Rapisardi, Esq. (jrapisardi@omm.com) and Diana M. Pérez, Esq. (dperez@omm.com);
- (c) attorneys for the Puerto Rico Fiscal Agency and Financial Advisory

Authority, Marini Pietrantonio Muñiz LLC, MCS Plaza, Suite 500, 255 Ponce de León Ave, San Juan, PR 00917, Attn: Luis C. Marini-Biaggi, Esq. (lmarini@mpmlawpr.com), and Carolina Velaz-Rivero Esq. (cvelaz@mpmlawpr.com);

- (d) the Office of the United States Trustee for the District of Puerto Rico, Edificio Ochoa, 500 Tanca Street, Suite 301, San Juan, PR 00901 (re: *In re: Commonwealth of Puerto Rico*), Attn: Monsita Lecaroz, Esq. (monsita.lecaroz@usdoj.gov);
- (e) attorneys for the Official Committee of Unsecured Creditors, Paul Hastings LLP, 200 Park Ave., New York, NY 10166, Attn: Luc. A Despina, Esq. (lucdespina@paulhastings.com);
- (f) attorneys for the Official Committee of Unsecured Creditors, Casillas, Santiago & Torres LLC, El Caribe Office Building, 53 Palmeras Street, Ste. 1601, San Juan, PR 00901, Attn: Juan J. Casillas Ayala, Esq. (jcasillas@cstlawpr.com) and Alberto J.E. Añeses Negrón, Esq. (aaneses@cstlawpr.com);
- (g) attorneys for the Official Committee of Retired Employees, Jenner & Block LLP, 919 Third Ave., New York, NY 10022, Attn: Robert Gordon, Esq. (rgordon@jenner.com) and Richard Levin, Esq. (rlevin@jenner.com), and Jenner & Block LLP, 353 N. Clark Street, Chicago, IL 60654, Attn: Catherine Steege, Esq. (csteegen@jenner.com) and Melissa Root, Esq. (mroot@jenner.com);
- (h) attorneys for the Official Committee of Retired Employees, Bennazar, García & Milián, C.S.P., Edificio Union Plaza, PH-A, 416 Ave. Ponce de León, Hato Rey, PR 00918, Attn: A.J. Bennazar-Zequiera, Esq. (ajb@bennazar.org);
- (i) the Puerto Rico Department of Treasury, PO Box 9024140, San Juan, PR 00902-4140, Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting (Reylam.Guerra@hacienda.pr.gov); Omar E. Rodríguez Pérez, CPA, Assistant Secretary of Central Accounting (Rodriguez.Omar@hacienda.pr.gov); Angel L. Pantoja Rodríguez, Deputy Assistant Secretary of Internal Revenue and Tax Policy (angel.pantoja@hacienda.pr.gov); Francisco Parés Alicea, Secretary of the Puerto Rico Treasury Department (francisco.pares@hacienda.pr.gov); and Francisco Peña Montañez, CPA, Assistant Secretary of the Treasury (Francisco.Pena@hacienda.pr.gov);
- (j) attorneys for the Fee Examiner, EDGE Legal Strategies, PSC, 252 Ponce de León Avenue, Citibank Tower, 12th Floor, San Juan, PR 00918, Attn: Eyck O. Lugo (elugo@edgelegalpr.com);
- (k) attorneys for the Fee Examiner, Godfrey & Kahn, S.C., One East Main Street, Suite 500, Madison, WI 53703, Attn: Katherine Stadler (KStadler@gklaw.com);

- (l) attorneys for AAFAF in the PREPA Title III proceeding, Greenberg Taurig LLP, 200 Park Avenue, New York, NY 10166, Attn: Nathan A. Haynes, Esq. (haynesn@gtlaw.com);
- (m) attorneys for the U.S. Bank National Association: Maslon LLP, 90 South Seventh Street, Suite 3300, Minneapolis, MN 55402, Attn: Clark T. Whitmore, Esq. (clark.whitmore@maslon.com), William Z. Pentelovitch, Esq. (bill.pentelovitch@maslon.com); John T. Duffey, Esq. (john.duffey@maslon.com); and Jason M. Reed, Esq. (jason.reed@maslon.com); and
- (n) attorneys for the U.S. Bank National Association: Rivera, Tulla and Ferrer, LLC, 50 Quisqueya Street, San Juan, PR 00917, Attn: Eric A. Tulla, Esq. (etulla@riveratulla.com) and Iris J. Cabrera-Gómez, Esq. (icabrera@riveratulla.com).

WHEREFORE O&B respectfully requests that the Court enter an order (a) allowing interim compensation for professional services rendered during the Compensation Period in the amount of \$392,513.85 (including the 10% professional compensation holdback amount) and reimbursement for actual and necessary expenses O&B incurred in connection with such services during the Compensation Period in the amount of \$3,460.20; (b) directing the Debtor to pay promptly to O&B the difference between (i) the amount of interim compensation for professional services rendered, and reimbursement of expenses incurred during the Compensation Period allowed hereunder, and (ii) the amounts for such compensation and expenses previously paid to O&B, consistent with the provisions of the Interim Compensation Order; (c) allowing such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred without prejudice to O&B's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application; and (d) granting O&B such other and further relief as is just and proper.

Dated: December 2, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ Hermann D. Bauer
Hermann D. Bauer
USDC No. 215205

O'NEILL & BORGES LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944

*Attorneys for the Financial Oversight and
Management Board as representative
of debtors The Commonwealth of Puerto Rico,
Puerto Rico Highways and Transportation
Authority, Employees Retirement System for
the Commonwealth of Puerto Rico, Puerto
Rico Electric Power Authority and Puerto Rico
Public Buildings Authority*

Estimated Hearing Date: February 1, 2023 at 9:30 a.m. (Atlantic Standard Time)

Objection Deadline: December 22, 2022 at 4:00 p.m. (Atlantic Standard Time)

Exhibit A

Certification under Guidelines

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

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In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , Debtors. ¹	PROMESA Title III No. 17 BK 3283-LTS (Jointly Administered)
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**CERTIFICATION UNDER GUIDELINES
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN RESPECT OF THIRTEENTH INTERIM FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF THE DEBTOR, THE COMMONWEALTH OF PUERTO RICO,
FOR THE PERIOD JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

Pursuant to the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee, 28 CFR Part 58, Appendix B (the “Guidelines”), together with the Local Rule 2016-1, and (b) the order

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) and); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations). O’Neill & Borges LLC has already submitted its final application in the COFINA Title III case, albeit because of its role as counsel for such debtor, we continue to provide services and incur expenses on some remaining matters related to that Title III proceeding. Such invoices will be submitted for approval pursuant to the *Protocol for The Review and Payment of Post-Effective Date COFINA Fees* set forth at Docket No. 8755 of Title III lead Case No. 17-03283-LTS.

dated June 26, 2019 [DOC # 7678], the undersigned, a Partner of O'Neill & Borges LLC ("O&B"), attorneys for the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board") as representative of the Commonwealth of Puerto Rico ("Commonwealth"), Puerto Rico Highways and Transportation Authority ("HTA"), Employees Retirement System for the Commonwealth of Puerto Rico ("ERS"), and Puerto Rico Electric Power Authority ("PREPA") and Puerto Rico Public Buildings Authority ("PBA", jointly with the Commonwealth, HTA, ERS and PREPA referred to as "Debtors"), pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* ("PROMESA"),² hereby certifies with respect to O&B's thirteenth interim application for allowance of compensation for services rendered and reimbursement of expenses incurred with respect to the Debtors' Title III cases, dated December 2, 2022 (the "Application"),³ for the period from June 1st, 2021 through and including September 30th, 2021 (the "Compensation Period"), as follows:

1. I am the professional designated by O&B in respect of compliance with the Guidelines and Local Rule 2016-1.

2. I make this certification in support of the Application for interim compensation and reimbursement of expenses incurred during the Compensation Period in accordance with the Guidelines and Local Rule 2016-1.

3. In respect of the Guidelines and Local Rule 2016-1, I certify that to the best of my knowledge, information, and belief formed after reasonable inquiry:

- a. I have read the Application;
- b. the fees and disbursements sought fall within the Guidelines;

² PROMESA has been codified in 48 U.S.C. §§ 2101-2241.

³ Capitalized terms used but not defined herein have the meanings given to them in the Application.

- c. except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by O&B and generally accepted by O&B's clients; and
- d. in providing a reimbursable service, O&B does not make a profit on that service, where the service is performed by O&B in house or through a third party.

4. I hereby certify that no public servant of the Puerto Rico Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Oversight Board. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities

5. I certify that O&B has previously provided monthly statements of O&B's fees and disbursements by filing and serving monthly statements in accordance with the Interim Compensation Order (as defined in the Application), except that completing reasonable and necessary internal accounting and review procedures may have, at times, precluded filing fee statements within the time periods specified in the Order.

Dated: December 2, 2022
San Juan, Puerto Rico

Respectfully submitted,

/s/ Hermann D. Bauer

Hermann D. Bauer

USDC No. 215205

O'NEILL & BORGES LLC

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*Attorneys for the Financial Oversight and Management Board
as representative of debtors The Commonwealth of Puerto
Rico, Puerto Rico Highways and Transportation Authority,
Employees Retirement System for the Commonwealth of Puerto
Rico, and Puerto Rico Electric Power Authority*

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

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In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , Debtors.	PROMESA Title III No. 17 BK 3283-LTS (Jointly Administered)
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**ORDER APPROVING THIRTEENTH INTERIM FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,
AS REPRESENTATIVE OF THE DEBTORS FOR THE PERIOD
JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

Upon the application (the “Application”)¹ of O’Neill & Borges LLC (“O&B”), as attorneys for the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) acting as representative of the Commonwealth of Puerto Rico (the “Debtor”) under section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² seeking, pursuant to (a) PROMESA sections 316 and 317, (b) Rule 2016 of the Federal Rules of Bankruptcy Procedure, (c) Local Rule 2016-1, (d) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the U.S. Trustee, 28 CFR Part 58, Appendix B, and (e) this Court’s *Third Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Dkt. No. 20546), an allowance of interim compensation for professional services rendered by O&B for the period commencing

¹ Capitalized terms not defined in this order will have the meanings ascribed to them in the Application.

² PROMESA has been codified in 48 U.S.C. §§ 2101-2241.

June 1st, 2021 through and including September 30th, 2021 in the amount of \$392,513.85, and for reimbursement of its actual and necessary expenses in the amount of \$3,460.20 incurred during the Compensation Period; and, this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED** that:

1. The Application is APPROVED as set forth herein.
2. Compensation to O&B for professional services rendered during the Compensation Period is allowed on an interim basis in the amount of \$392,513.85.
3. Reimbursement to O&B for expenses incurred during the Compensation Period is allowed on an interim basis in the amount of \$3,460.20.
4. The Debtor is authorized to pay O&B all fees and expenses allowed pursuant to this Order, including those that were previously held back pursuant to the Interim Compensation Order, less any amounts previously paid for such fees and expenses under the terms of the Interim Compensation Order.
5. The compensation for professional services rendered and reimbursement of actual and necessary expenses incurred allowed pursuant to this order is without prejudice to O'Neill & Borges LLC right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of the Application.
6. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

Dated: _____, 2022
San Juan, Puerto Rico

Honorable Laura Taylor Swain
United States District Judge